

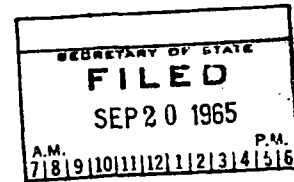
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CERTIFICATE OF
OWNERSHIP AND MERGER
MERGING WILCOX OIL COMPANY
INTO TENNECO OIL COMPANY



-oOo-

TENNECO OIL COMPANY, a corporation organized and existing under and by virtue of the General Corporation Laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That it is the owner of all the issued and outstanding stock of Wilcox Oil Company, a Delaware corporation.

SECOND: That, in accordance with the provisions of Title 8, Section 253 of The Delaware Code, the Board of Directors of Tenneco Oil Company, at a meeting duly convened and held on September 7, 1965, adopted the following resolutions to merge Wilcox Oil Company into Tenneco Oil Company:

"WHEREAS, Tenneco Oil Company owns all the issued and outstanding stock of Wilcox Oil Company, a Delaware corporation; and

WHEREAS, it is deemed desirable to merge Wilcox Oil Company into Tenneco Oil Company:

NOW, THEREFORE, BE IT

RESOLVED, that Tenneco Oil Company merge into itself, and it does hereby merge into itself, Wilcox Oil Company and assumes all of the liabilities and obligations of said Wilcox Oil Company; and further

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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RESOLVED, that the President, or a Vice President, and the Secretary, or Treasurer, or an Assistant Secretary, or an Assistant Treasurer, of this Company, be, and they hereby are, authorized and directed to make and execute, under the corporate seal of this Company, a Certificate of Ownership and Merger and to file and record the same in the State of Delaware pursuant to Title 8, Section 253 of The Delaware Code; and further

RESOLVED, that the officers of this Company be, and they hereby are, authorized to do all acts and things which may be necessary or proper to effect said merger and to transfer title of the properties of Wilcox Oil Company to Tenneco Oil Company."

IN WITNESS WHEREOF, said TENNECO OIL COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by W. E. SCOTT, its President, and L. R. SPENCE, its Secretary, this 7th day of September, 1965.

TENNECO OIL COMPANY

By W. E. Scott
President

TENNECO OIL COMPANY
CORPORATE
SEAL
DELAWARE
1960

By L. R. Spence
Secretary

THE STATE OF TEXAS §
 : ss:
COUNTY OF HARRIS §

BE IT REMEMBERED that on this 7th day of September, 1965, personally came before me, a Notary Public in and for the County and State aforesaid, W. E. SCOTT, President of TENNECO OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. E. SCOTT, as such President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARY PUBLIC
SEAL
County of Harris, Texas

Elizabeth M. Forsythe
Elizabeth M. Forsythe, Notary Public in
and for Harris County, Texas

My Commission Expires June 1, 1967.

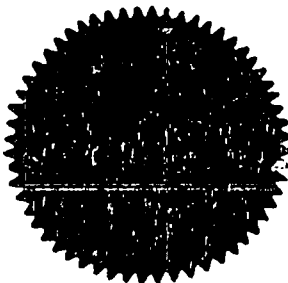
State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "TENNECO OIL COMPANY", merging the
"WILCOX OIL COMPANY", pursuant to Section 253 of the General
Corporation Law of the State of Delaware, as received and filed in
this office the ninth day of September, A.D. 1965, at 10 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ **tenth** _____ **day**
September _____ **in the year of our Lord**
one thousand nine hundred and _____ **sixty-five.**



Elisha C. Dukes

Secretary of State

J. Blount

Asst. Secretary of State

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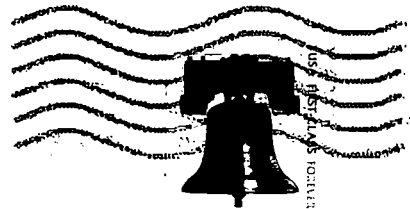
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SUPERFUND DIV.
DIRECTOR'S OFC.

Lance Nixon 6SF-TE
US Environmental Protection Agency
1445 Ross Ave.
Suite 1200
Dallas, TX 75202

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